

**BYLAWS OF THE ASSOCIATION OF CATHOLIC SCHOOLS OF
GREATER KALAMAZOO**

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OF THE
ASSOCIATION OF CATHOLIC SCHOOLS OF
GREATER KALAMAZOO**

Incorporation April 11, 2006
Amended April 24, 2015

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GREATER KALAMAZOO

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ARTICLE I NAME

Section 1.1 - Name and Address. The name of the Corporation is ASSOCIATION OF CATHOLIC SCHOOLS OF GREATER KALAMAZOO. The current principal address of the Corporation is 1000 W. Kilgore Road, Kalamazoo, Michigan, or as determined from time to time by the Corporation.

ARTICLE II MEMBERSHIP

Section 2.1 - Member. The Corporation is established on a membership, non-stock basis, and the sole member is the Bishop of the Roman Catholic Diocese of Kalamazoo (the "Bishop"). Any policy or program adopted by the Corporation is subject to the approval of the Bishop or his delegate.

Section 2.2 - Member's Rights. The Bishop shall have the power to review and ratify or veto all decisions of the Board of Directors and the officers, including any policy or program adopted by the Board. The Corporation shall forward to the Bishop or his delegate, as soon as possible after any meeting of the Board, minutes or other report of the meeting. The Corporation shall also provide to the Bishop or his delegate such other minutes or reports as requested from time to time. An annual financial report shall be forwarded to the Bishop, or to his delegate, within ninety (90) days after the end of the Corporation's fiscal year.

ARTICLE III PURPOSE AND GOVERNANCE

Section 3.1 - Purpose. The purposes of the Corporation are set forth in its Articles of Incorporation as may be amended. The Corporation is a subsidiary of the Diocese of Kalamazoo that exists to promote and facilitate certain Catholic preschool, elementary and secondary education in the Kalamazoo, Michigan area, in the manner of Jesus Christ.

Section 3.2 - Authority. The Board of the Corporation is a Board of limited jurisdiction, with authority over the following areas:

- Non-educational and non-extracurricular services to support Catholic schools, including but not limited to finances and human resources;
- In collaboration with the principals, development of system wide human resource and financial policies.

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The Board will not have authority over educational and extracurricular matters pertaining to system schools. Authority over these matters is reserved for the principals and pastors (or pastoral administrators) of the respective schools as well as the Diocesan Office of Schools.

Section 3.3 – Corporate Actions. The Corporation’s Board will take action on major questions of system wide finances, system wide policies and non-educational non-extracurricular programs to support system schools. The Board, in collaboration with the pertinent principal, will develop budgets for each system school. The Corporation, acting through its Board and consistent with the above, will:

- Promote and support Catholic Schools consistent with applicable local, state and federal requirements and the principles, doctrines and precepts of Catholicism and the Code of Canon Law, as interpreted and applied by the Bishop.
- Coordinate and oversee tuition, budget and finances, fund raising, development, marketing, public relations, facility maintenance, and strategic planning for system schools.
- Establish goals and policies for the Corporation.
- Fulfill fiduciary responsibilities by establishing and monitoring criteria to assess internal operations, and provide assistance to system schools in monitoring school operations.
- Hire system (non-school) staff and identify and coordinate system volunteers to manage the Corporation and implement policies and initiatives adopted by the Board.
- Collaborate with the relevant Local Advisory Council in searching for candidates and reviewing applicants when searching for a principal’s replacement.
- Review the system school principals as part of the review conducted by the pertinent LAC and make recommendations to the Office of Schools regarding principal performance on an annual basis.

Section 3.4 – Governance. Governance of the Corporation shall be conducted by the Board of Directors observing the following principles:

- Individual statements on behalf of the Board reflect Board decisions and not individual Board member opinions.
- Board decisions are predominantly policy decisions.
- The Board formulates policy by corporate purpose and corporate values established in these Bylaws, Catholic Social Teaching and Diocesan Policies.

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Section 3.5 – School Subdivision. The Corporation shall exist to support preschool, elementary and secondary education schools in the Kalamazoo County area and such other schools as recommended by the Board. Such schools currently include St. Monica and St. Augustine elementary schools, and Msgr. Hackett Catholic Prep. Each such school shall be administered by a pastor or canonical administrator and a principal appointed by the Bishop and recommended by the Board.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 - Composition. The Board of Directors shall consist of fifteen (15) voting members, as described in Section 4.2 (a), (b) and (c), below, appointed by the Bishop and who will serve without compensation. The Board will be the governing body of the Corporation. Directors may be removed by the Bishop.

Section 4.2 - Qualifications and Terms.

Members of the Board of Directors will include:

- (a) The pastors of the Parishes of the Roman Catholic Diocese of Kalamazoo providing direct financial subsidies to the Corporation, and/or other Parishes as determined by the Bishop. Pastors may appoint delegates to attend meetings on their behalf, but such delegates will not have voting authority. If one Pastor has multiple Parishes that provide direct financial subsidies to the Corporation, that Pastor will be entitled to one vote for each Parish under his authority that provides a subsidy.
- (b) One representative of each of the local advisory councils of each school division established by the Corporation, as appointed by the principal of such school.
- (c) Such other individuals as shall be determined and selected by the Board of Directors. These members will serve three (3) year terms, and will serve no more than two (2) consecutive terms. Nominees for board positions will announce their willingness to serve on the Board of Directors to either a system school principal, pastor, canonical administrator, or to the President of the Corporation. Final candidates will be selected by a majority vote of the Board of Directors, and will be submitted to the Bishop for final approval. Candidates will provide a letter of support from their pastor or other pertinent clergy prior to being appointed.
- (d) Principals of member schools of the Corporation and the Superintendent of the Diocese of Kalamazoo will serve as ex-officio, non-voting members of the Board of Directors.

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All candidates for a seat on the Board pursuant to Section 4.2 (b), and (c) shall be subject to approval by the Bishop. The term of each director shall be as determined by the Board of Directors and approved by the Bishop.

Section 4.3 - Vacancies. A vacancy on the Board of Directors may be filled in the same manner as set forth above, by appointment by the Bishop.

Section 4.4 - Non-voting Director. A representative or representatives of the Bishop may be appointed by the Bishop from time to time, and shall be ex officio non-voting directors.

Section 4.5 - Participation by Communication Equipment. A member of the Board may participate in a meeting by means of conference telephone or similar communications equipment through which all persons participating in the meeting can communicate with the other participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 4.6 - Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if, under authorization voted before or after the action, written consents thereto are signed by all members of the Board then in office and such written consents are filed with the minutes of the proceedings of the Board.

ARTICLE V OFFICERS

Section 5.1 - Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The President, Vice-President, Secretary and Treasurer shall be elected from the Board by a majority vote of the directors at the first regular meeting of the Board to be held after July 1 of each year and they shall serve a one (1) year term commencing upon installation at the first meeting of the new year, holding office until their successors are elected and qualified or until they resign. The officers may succeed themselves. All officers have the right to vote. The Bishop shall have the right to ratify the election of the officers, and decline to approve, or remove, any officer within his sole discretion.

Section 5.2 - Vacancy. Any vacancy in the position of officers of the Corporation shall be filled by the Board of Directors for the unexpired term.

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ARTICLE VI RESPONSIBILITIES OF OFFICERS

Section 6.1 - President. The President, subject to the control and direction of the Board and the Bishop, shall have general direction of the affairs of the Corporation, and shall preside at all meetings of the Board. The President shall perform all other duties usually incident to such office, including supervision and management of CSGK system staff.

Section 6.2 - Vice-President. The Vice-President shall, in the absence of the President, exercise presidential authority and fulfill presidential duties and the Vice- President shall fulfill such other duties as are assigned by the President or the Board.

Section 6.3 – Secretary. The Secretary shall keep or cause to be kept the minutes of the Board meetings and perform the usual functions of that office. The Secretary shall fulfill such other duties as are assigned by the President or the Board.

Section 6.4 - Treasurer. The Treasurer shall perform the usual duties of that office, including keeping or causing to be kept the Corporation's books and accounts. The Treasurer shall fulfill such other duties as are assigned by the President or the Board.

Section 6.5 – Other Responsibilities. A majority of the officers shall have authority to make decisions on behalf of the Board on matters that require action between meetings of the Board, subject to the Board being advised and ratifying decisions at its next meeting.

ARTICLE VII MEETINGS

Section 7.1 - Regular Meetings. At least 10 regular meetings of the Board will be held annually at such times as the Board shall determine. Meetings will be open to the public, except when either directed by the President or a motion to close the meeting is passed by the Board.

Section 7.2 - Special Meetings. Special meetings of the Board may be called by the President or upon written request of any two (2) members of the Board filed with the President or Secretary, with notice to all members of the Board in either case.

Section 7.3 – Quorum. A simple majority of voting directors shall constitute a quorum.

Section 7.4 - Voting. Except as provided in Sections 4.5 and 4.6 hereof, to have a voice in any annual, regular or special meeting, Directors must be personally present and no proxy will be entitled to recognition.

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Section 7.5 - Termination. The Bishop may remove any director at any time, for any reason, or for no reason.

Section 7.6 – Pastor Approval. The President or any of the Pastors of a supporting parish may move to require individual matters before the Board to be approved by a majority of the other Pastors on the Board. Such a motion may be made at any time prior to voting on a matter.

ARTICLE VIII COMMITTEES

Section 8.1 - Committees. At the discretion of the Board of Directors, committees, both ad hoc and permanent, may be established from time to time when the Board determines that a committee is needed for a specific purpose. The Board of Directors may appoint a chairperson and other members for a committee. The chairperson shall be responsible for reporting committee activities to the Board of Directors upon request. Any appointed committee may be dissolved by the Board of Directors at its discretion.

Section 8.2 – Local Advisory Councils. Each school established by the Corporation shall establish an advisory council, approved by the Board consistent with the bylaws for such councils, the purpose of which shall be to advise the principal on educational programs, policies and activities for that school, promote student recruiting, build school community relations, assist with fundraising, and offer input for the school principal's performance evaluation. The local advisory council will be governed by bylaws approved by the Board of Directors and the Diocesan Office of Schools.

ARTICLE IX FINANCES

Section 9.1 - Fiscal Year. The fiscal year of the Corporation shall begin July 1.

Section 9.2 - Administration of Funds. All funds and property of the Corporation shall be obtained, held and administered in accordance with these Articles, the Bylaws of the Corporation, applicable laws and regulations, and the policies and procedures of the Corporation as well as the Diocese. The Corporation may borrow funds and pledge its assets as collateral for such borrowing only after having obtained the prior written consent of the Bishop. The restrictions provided herein apply to the fundraising efforts of all of the system schools of the Corporation.

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Section 9.3 - Expenses and Revenue. The necessary expenses of the Corporation shall be met by revenue secured by solicitation or other lawful sources, in accordance with acceptable principles and policies pertaining to the raising of funds for charitable purposes. The Corporation shall control the raising and expenditure of all funds obtained for the purposes authorized herein.

Section 9.4 - Deposits: Reports. All funds belonging to the Corporation, or handled on behalf of the Corporation, from whatever source and for whatever purpose received, shall be deposited to the credit of the Corporation in a bank or banks. An annual statement of receipts, expenditures, assets and liabilities of the Corporation shall be prepared and submitted to a meeting of the Board each year. All receipts, expenditures, asset lists and liabilities of system schools will be submitted to the Treasurer of the Corporation

Section 9.5 - Prohibited Activities. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Member, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE X LIABILITY INSURANCE

Section 10.1 - Liability Insurance. The Corporation shall have the power, but not the obligation, to purchase and maintain insurance (including insurance issued by an affiliated insurer and insurance for which premiums may be adjusted retroactively, in whole or in part, based upon claims experience, or similar arrangements and may also create a trust fund or other form of funded arrangement) on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of the Michigan Nonprofit Corporation Act ("MNCA"), as amended.

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ARTICLE XI

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 11.1 - Indemnification of Officers: Claims by Third Parties. The Corporation shall, to the fullest extent authorized or permitted by the MNCA or other applicable law, as the same presently exists or may hereafter be amended, indemnify a director or officer (the "Indemnatee") who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal administrative or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses, including attorneys' fees judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the Indemnatee in connection with the action, suit or proceeding, if the Indemnatee acted in good faith and in a manner the Indemnatee reasonably believed to be in or not opposed to the best interests of the Corporation or its member, and with respect to any criminal action or proceeding, if the Indemnatee had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the Indemnatee did not act in good faith and in a manner which the Indemnatee reasonably believed to be in or not opposed to the best interest of the corporation or its shareholders or members, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 11.2 - Indemnification of Directors and Officers: Claims Brought by or In the Right of the Corporation. The Corporation shall, to the fullest extent authorized or permitted by the MNCA or other applicable law, as the same presently exists or may hereafter be amended, indemnify a director or officer (the "Indemnatee") who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the Indemnatee is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the person in a manner the Indemnatee reasonable believed to be in or not opposed to the best interests of the Corporation or its shareholders or member. However, indemnification under this Section shall not be made for a claim, issued, or matter in which the Indemnatee has been found liable to the Corporation unless and only to the

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extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the Indemnitee is fairly and reasonable entitled to indemnification for the expenses which the court considers proper.

Section 11.3 - Actions Brought by the Indemnitee. Notwithstanding the provisions of Sections 10.1 and 10.2, the Corporation shall not indemnify an Indemnitee in connection with any action, suit, proceeding or claim (or part thereof) brought or made by such Indemnitee; unless such action, suit, proceeding or claim (or part thereof) (i) was authorized by the Board of Directors of such Corporation, or (ii) was brought or made to enforce this Article and such Indemnitee has been successful in such action, suit, proceeding or claim (or part thereof).

Section 11.4 - Approval of Indemnification. An indemnification under Sections 11.1 or 11.2 hereof, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in Sections 11.1 and 11.2. This determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the Board consisting of directors were not parties to the action, suit, or proceeding.
- (b) If the quorum described in subdivision (a) is not obtainable, then by a majority vote of a committee of directors who are not parties to the action. The committee shall consist of not less than two (2) disinterested directors.
- (c) By independent legal counsel in a written opinion.
- (d) By the Bishop.

Section 11.5 - Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 11.1 or 11.2 above shall be paid by the Corporation upon receipt of any undertaking by or on behalf of the Indemnitee to repay the expenses if it is ultimately determined that the Indemnitee is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made and may be secured.

Section 11.6 - Partial Indemnification. If an Indemnitee is entitled to indemnification under Section 11.1 or 11.2 for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the

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Corporation shall indemnify the Indemnitee for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Indemnitee is entitled to be indemnified.

Section 11.7 - Indemnification of Employees and Agents. Any person who is not covered by the foregoing provisions of this Article and who is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, may be indemnified to the fullest extent authorized or permitted by MNCA or other applicable law, as the same exists or may hereafter be amended, but in any event only to the extent authorized at any time or from time-to-time by the Board of Directors.

Section 11.8 - Other Rights of Indemnification. The indemnification or advancement of expenses provided under Sections 11.1 to 11.8 is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation, bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in Sections 11.1 to 11.8 continues as to a person who ceases to be a director, officer, employee, or agent and shall insure to the benefit of the heirs, executors, and administrators of the person.

Section 11.9 - Contract With the Corporation. The right to indemnification conferred in this Article shall be deemed to be a contract between the Corporation and each director or officer who serves in any such capacity at any time while this Article is in effect, and any repeal or modification of any such law or of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or procedure theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. In the event this Article is repealed or modified, the Corporation shall give written notice thereof to the directors and officers and any such repeal or modification shall not be effective for a period of 60 days after such notice is delivered.

Section 11.10 - Severability. Each and every paragraph, sentence, term and provision of this Article shall be considered severable in that, in the event of a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and this Article shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

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ARTICLE XII AMENDMENTS AND REVIEW

Section 12.1 - Amendment. These Bylaws, or any portion of them may be amended, modified or repealed at any regular or special meeting of the Board by a majority vote of all directors, subject to approval by the Bishop. Notice of any proposed amendments, modifications or repeals shall be given in writing to the Bishop, the Diocesan Office of Schools, and each director at his/her last known address at least ten (10) days prior to the meeting at which it is to be considered.

Section 12.2 – Review. These Bylaws shall be reviewed at least once every four (4) years, with the following issues to be considered:

- (a) The Corporation's organizational structure and the size and responsibilities of the Board of Directors.
- (b) The minimum number of meetings in each year of the Board of Directors and quorum requirements.
- (c) Review of the desirability of the formation of committees or advisory boards.

ARTICLE XIII PARLIAMENTARY AUTHORITY

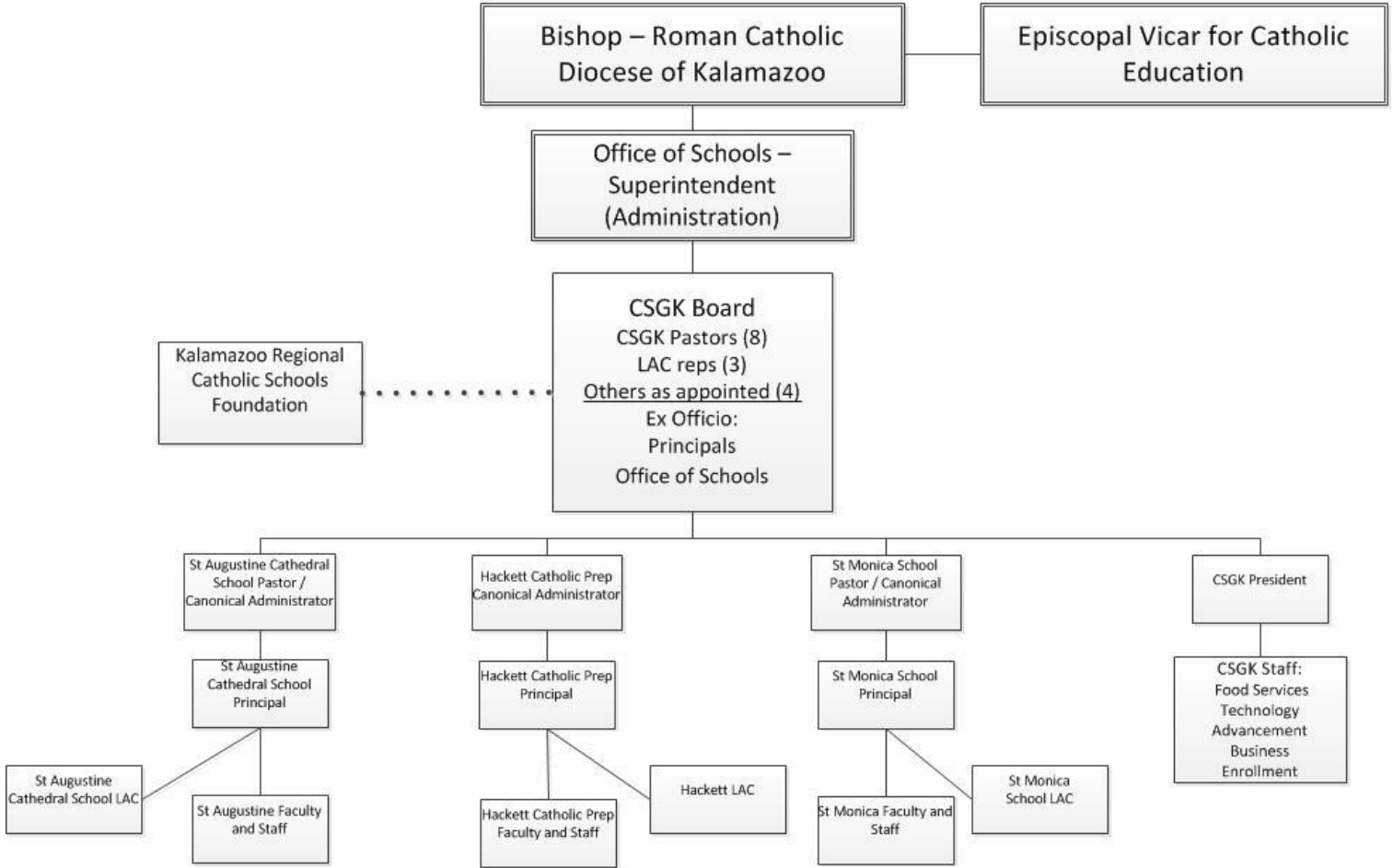
Section 13.1 - Parliamentary Procedure. Unless otherwise specified in these Bylaws, parliamentary authority shall be the latest edition of *Roberts Rules of Order*.

ARTICLE XIV DISSOLUTION

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed in the discretion of the Bishop to one or more charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, to be used in a manner consistent with the purposes of the Corporation. Any such assets not so disposed of shall be disposed of by the Bishop to the extent permitted by law.

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Approved



Accepted and approved by CSGK Board of Directors April 24, 2015

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